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March 15, 2005

VIA FACSIMILE
AND FIRST CLASS MAIL

Lisa M. Fleming, Esq.
Bromberg & Sunstein LLP
125 Summer Street
Boston, MA 02110-1618

> RE: *ScanSoft, Inc. v. Voice Signal Technologies, Inc., et. al*
>   Civil Action No. 04-10353 PBS

Dear Lisa:

I write in response to your letter dated March 14, 2005 concerning the recent production by VST of its voice dialer user interface source code ("VST Source Code"), and other discovery-related issues.

First, I acknowledge your offer to discuss with me appropriate restrictions concerning the handling and review of the parties' highly-confidential source code. Because we share similar concerns regarding the sensitivity of that material, I hope that we can agree on protections that will apply equally to both parties. I believe I have proposed a set of protections which are both minimally burdensome, and which afford each party an appropriate measure of security for source code which is being produced in electronic form. In any event, I am available to discuss this issue at your convenience tomorrow.

Your letter claims that I have failed to address issues previously raised that "source code be produced in a form that is in reasonable[sic] useable and computer searchable form and accompanied by supporting technical and development documentation." The VST Source Code was produced in electronic form, on a CD. I believe that form is both "useable" and "computer searchable". In any event, as I have indicated from our earliest discussions on this issue, my intent is that we each produce code in a form that is readily accessible, and that we do so sharing the same methodology. If there is some other means that ScanSoft proposes for VST to produce source code, and ScanSoft is willing to produce its source code by the same means, please discuss that with me. As to your comments regarding "supporting technical and development

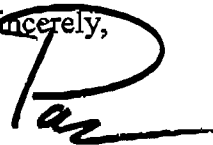Lisa M. Fleming, Esq.
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documentation", I need you to clarify precisely what you are requesting. I presume you are not requesting technical development documents concerning VST's products – that request was opposed by VST, and your motion to compel the production of documents covering that subject area was denied by the Magistrate Judge.

With respect to information which you intend to make available to your expert, Mr. Goldhor, the August 23, 2004 "disclosure" referenced in your letter is insufficient. Paragraph 10 of the Protective Order requires (among other things) that a party "identify with particularity [the] HIGHLY CONFIDENTIAL information the party desires to provide to the PERMITTED EXPERT..." before such disclosure can be made. A prophylactic statement that ScanSoft intends to disclose (as yet un-produced) "Highly Confidential" information to an expert is not a "particularized" identification of anything, and is insufficient on its face. The purpose of this provision is to alert the opposing party that a defined document or set of documents is to be disclosed to an expert, and to allow the opposing party to object to that disclosure, and if necessary to seek protection from the Court. That is not a process which can occur in the abstract.

In light of your March 14, 2005 letter, I understand that ScanSoft intends to disclose the VST Source Code produced on March 11, 2005 to Mr. Goldhor. If ScanSoft intends to disclose documents or other Highly Confidential information to Mr. Goldhor, please identify those documents or other information with the particularity required by the Protective Order.

Finally, you again assert that VST is obligated by Court Order to produce its "entire" source code, and not merely the voice dialer user interface source code which was produced on March 11, 2005. We have covered this ground before. VST filed a timely objection to the Magistrate Judge's ruling concerning the production of VST "source code". That objection is currently pending before Judge Saris. The scope of any further production of source code by VST will be defined by the Judge's ruling on that pending objection. In the interim, ScanSoft continues to refuse production of its source code. ScanSoft has neither objected to VST's requests for ScanSoft source code, nor moved the Court for a protective order relieving it of the obligation to produce that source code. Please produce the ScanSoft source code immediately.

Sincerely,

Paul D. Popeo

PDP/slw:3876576

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Fax Transmittal Sheet

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FROM	Paul D. Popeo, P.C.	**NUMBER OF PAGES**	3
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